

EXHIBIT B



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Sent Via E-Mail and U.S. Mail

Sabrina Chandler, Manager
Upper Mississippi National Wildlife and Fish Refuge
U.S. Fish and Wildlife Service
102 Walnut Street, Suite 204
Winona, MN 55987

Dear Ms. Chandler:

I am writing on behalf of the three utilities (the “Companies”) that co-own and are developing the Cardinal-Hickory Creek project (“Project”). The purpose of this letter is to inquire whether the U.S. Fish & Wildlife Service (“Service”) would agree to provide expedited consideration of an exchange of lands on the terms outlined below as an alternative to the Companies’ pending proposal for an amended right-of-way to accommodate the Project’s crossing of the Upper Mississippi River National Wildlife and Fish Refuge (“Refuge”).

The current Administration’s support for extensive, prompt development of new transmission lines for conveyance of electricity from renewable energy generators has prompted discussions among stakeholders and policymakers regarding measures necessary to authorize and construct essential electric transmission infrastructure while conserving environmentally sensitive resources and lands, including public lands such as those in the National Wildlife Refuge System.

Timely completion of the Project is critical to transmission of large amounts of wind and solar generation on the Midwest’s power grid. The Project is an essential part of a portfolio of transmission projects that will increase system efficiency, reduce congestion, cut cost, decrease the likelihood of future blackouts, reduce carbon emissions by 9 to 15 million tons annually, create jobs in the region, and meet specific state and federal public policy objectives related to renewable energy. As of May 26, 2021, 55 renewable generators in six states with a combined capacity of 9,773 MW are waiting for completion of the Project to go into service or to be able to operate at full capacity. These generators and regional grid operators are counting on completion of the Cardinal-Hickory Creek project no later than the end of 2023.

Since 2012, the Companies have been working with the Service to acquire a new right-of-way for the Project to cross the Refuge, allowing the removal of two existing transmission lines in the Refuge and restoration of valuable habitat. The Service issued a right-of-way (ROW) for the Project in 2020 (“2020 ROW”). The Companies applied on March 1, 2021, for a new,

shorter ROW crossing the Refuge to avoid a Native American cultural resource site. At that time, the Companies noted that they needed to know within six months whether the Service would approve the new ROW, a deadline that would allow the Companies to maintain the Project's construction schedule while also meeting the spirit and letter of the Programmatic Agreement governing Project-related National Historic Preservation Act compliance.

Regrettably, the Service has not been able to commit to a timeline for completion of its decision making for an amended ROW. Given the probability of further delays related to acquisition of a new ROW through the Refuge, the Companies recently announced a one-year delay in construction of the Project in the Refuge, with work now slated to commence in October 2022.

The Companies' schedule-related concerns have been compounded by recent developments in the current litigation. To avoid further delays, and in light of the broader national policy to promote new transmission development, the Companies have concluded that a land exchange with the Service on the terms described in this letter could be completed more promptly than the current right-of-way proceedings, while securing equal or greater benefits for the Service and Refuge. The Companies understand that the Service has broad discretion under 16 U.S.C. § 668dd(b)(3) to exchange lands, subject to certain conditions related to value, and favors exchanges in fee over conveyance of use rights where the option is available and appropriate.

The Companies would fully support transferring to the Service the 30-acre "Wagner" parcel and surrendering and restoring the existing rights-of-way within the Refuge at the Stoneman crossing used for ITC Midwest LLC's 161kV line and Dairyland Power Cooperative's 69kV line in exchange for the roughly 19-acre segment of Service-owned land that would be needed for the ROW the Companies requested on March 1, 2021. The Companies would commit to manage the transferred corridor lands in full accord with the vegetation management protocols identified by the Service as a condition for use of the same lands via a right-of-way. The Companies would also restore the lands at the Stoneman crossing in accordance with Cardinal to Hickory Creek Transmission Line Project –Final Restoration Plan for the Upper Mississippi River Refuge near Turkey River, Iowa, attached to the 2020 ROW Permit as Exhibit 2.

The Comprehensive Conservation Plan ("CCP") for the Refuge highlights the desirability of land exchanges as a tool to adjust land ownership in and around the Refuge for the benefit of the Refuge. Upper Mississippi River National Wildlife and Fish Refuge CCP (Oct. 2006), at 13, and identifies the land that surrounds and includes the Wagner parcel as a high priority target for acquisition by the Service. See CCP EIS App. G, p. 547 (Defining "Resource Classification A" as "High value fish and wildlife habitat which is unique and irreplaceable on a national basis or in the ecoregion."); *id.* p. 557 (designating potential land protection area 11.7 as Resource Classification A). The General Accounting Office has recommended use of land exchanges by the Service to accommodate developmental and other interests while improving management of the Refuge. U.S. Gov't Accountability Office, GAO-RCED-89-196, National Wildlife Refuges: Continuing Problems with Incompatible Uses Call for Bold Action, p. 81 (1989).

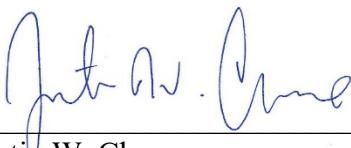
The Companies believe that this approach merits prompt consideration by the Service. If the Service agrees to pursue this approach, the Companies will refrain from using the 2020 ROW while exchange-related efforts are underway and appear headed toward a timely, mutually satisfactory outcome. The Companies would withdraw their March 1, 2021 application for a new ROW and quitclaim the September 2020 ROW upon successful completion of the land exchange.

The Companies would also seek to confirm that our proposed land exchange would not require any additional approvals from the Service for the Companies to use the lands within the authorized boundaries of the Refuge owned by the U.S. Army Corps of Engineers' ("Corps") for which the Corps issued an easement on September 23, 2020. The Companies would also request assurance that a land exchange would not delay completion of the Environmental Assessment currently under development by the Rural Utilities Service related to the Project.

Thank you for your consideration of this proposal. We look forward to discussing it with you. Please do not hesitate to contact me with any questions regarding the content of this letter.

Sincerely,

WHEELER, VAN SICKLE & ANDERSON, S.C.



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